

DERRICK A. HUMPHRIES, P.C.

LAW OFFICES

P.O. Box 73482
WASHINGTON, D.C. 20056-3482

(202)462-1779
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November 21, 1990

Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

Re: WSTX-FM/(AM), Christiansted,
St. Croix, U.S. Virgin Islands

Dear Ms. Searcy:

This firm is counsel to Family Broadcasting, Inc., the new licensee of radio broadcast stations WSTX(AM) and WSTX-FM licensed to Christiansted, St. Croix, U.S. Virgin Islands as of September 12, 1990. Family Broadcasting, Inc. purchased the stations from Suburban Caribbean Communication, Inc. in August, 1990. Family Broadcasting, Inc. hereby respectfully requests that its special temporary authorizations for WSTX(AM) and WSTX-FM be extended for a ninety-day period.

Enclosed are two FCC Fee Processing Forms 155 and two checks for the filing fee in the amount of \$100.00 each for WSTX-FM and WSTX(AM).

As your records for these stations indicate, the towers and facilities of WSTX(AM) and WSTX-FM were severely damaged by Hurricane Hugo in September of 1989. Since that time, temporary repair measures have been taken so that the stations could continue to operate until equipment could be replaced.

After assuming ownership on September 12th, our client has made significant progress in moving to restore the stations to authorized power.

Our client has informed us that a temporary tower has been completed on the existing tower site for WSTX(AM). A new transmitter has been purchased and our client is awaiting delivery. The AM site is scheduled to be completed by the end of December.

Regarding WSTX-FM, our client has informed us that an antenna and boost amp have been ordered and they are awaiting delivery. Delays have been caused by the equipment delivery time and the weather in St. Croix. A new permanent tower is under construction for WSTX-FM.

Donna R. Searcy
November 21, 1990
Page 2

The request for extention of STA to these stations should be granted since the alternative would be for these stations to discontinue operations until the necessary replacements of equipment have been made. Since these measures are currently being undertaken as quickly as possible, the public interest would be best served by allowing continuous service to the community by these stations.

Please address any questions concerning Family Broadcasting, Inc. to undersigned counsel.

Sincerely,



Derrick A. Humphries

Enclosures

Mailed to: Federal Communications Commission
Mass Media Services
P. O. Box 358190
Pittsburgh, PA 15251-5190

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LAW OFFICES

P.O. Box 73482
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(202) 462-1779
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September 26, 1990

Ms. Donna Searcy
Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

Re: Radio Broadcast Stations WSTX-AM/WSTX-FM
Christiansted, St. Croix
U.S. Virgin Islands

Dear Ms. Searcy:

This is to notify the Commission of the consumation of the assignment of the license of radio broadcast stations WSTX-AM and WSTX-FM, Christiansted, St. Croix, U.S. Virgin Islands, from Suburban Caribbean Communications, Inc. to Family Broadcasting, Inc., effective September 12, 1990. This assignment of license is pursuant to FCC consent, File Numbers BAL-900420HE and BALH-900420HF.

Please address any questions concerning Family Broadcasting, Inc. to undersigned counsel.

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57. Co 2x
20.822
Sincerely,

Derrick A. Humphries
Derrick A. Humphries

cc: ✓ Dennis Williams (FCC/FM Branch)
James Burtle (FCC/AM Branch)
Alan Schneider (FCC/Auxiliary Services Branch)

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JUN 19 1990

8940-PH

Mark J. Prak, Esq.
Tharrington, Smith and Hargrove
P.O. Box 1151
Raleigh, North Carolina 27602

Dear Mr. Prak:

This is in reference to the application (BAL-900420HF and BALH-900420HF) to assign the licenses of Stations WSTX and WSTX-FM, Christiansted, St. Croix, U.S. Virgin Islands, from Suburban Caribbean Communications, Inc. to Family Broadcasting, Inc. Family Broadcasting, Inc. has requested that, in accordance with Section 1071 of the Internal Revenue Code of 1986 (26 U.S.C. Section 1071), the Commission issue a tax certificate for the sale of Stations WSTX and WSTX-FM pursuant to the Statement of Policy on Minority Ownership of Broadcasting Facilities, 68 FCC2d 979 (1978) and the Commission Policy Regarding the Advancement of Minority Ownership in Broadcasting, 92 FCC2d 849 (1982). The officers and shareholders of Family Broadcasting, Inc. are African-Americans.

The enclosed tax certificate certifies that the sale of WSTX and WSTX-FM was appropriate to effectuate the Commission policies fostering minority ownership of broadcast facilities.

Sincerely,

Barbara A. Kreisman
Chief, Video Services Division
Mass Media Bureau

cc: Derrick A. Humphries, Esq.

PUHamilton:ebs/vsd:MM
eula/hamilton
6/18/90
OK

**CERTIFICATE ISSUED BY THE FEDERAL COMMUNICATIONS
COMMISSION PURSUANT TO SECTION 1071 OF THE 1986
INTERNAL REVENUE CODE (26 U.S.C. SECTION 1071)**

On June 14, 1990, the Federal Communications Commission granted its consent to the assignment of licenses of stations WSTX and WSTX-FM, Christiansted, Virgin Island, from Suburban Caribbean Communications, Inc., to Family Broadcasting, Inc., whose officers and shareholders are African-Americans.

It is hereby certified that the sale of stations WSTX and WSTX-FM was necessary or appropriate to effectuate compliance with the Commission's policy favoring the ownership of broadcast facilities by minorities. Statement of Policy on Minority Ownership of Broadcast Facilities, 68 FCC2d 979 (1978); Commission Policy Regarding the Advancement of Minority Ownership in Broadcasting, 92 FCC2d 849 (1982).

This certificate is issued pursuant to the provisions of Section 1071 of the 1986 Internal Revenue Code.

In Witness whereof, I have hereunto set my hand and seal this day of
June , 1990.

FEDERAL COMMUNICATIONS COMMISSION

Donna R. Searcy
Secretary

66578 X 1700

BY-LAWS OF FAMILY BROADCASTING, INC.

ARTICLE I. OFFICES AND RECORDS

1.1. The Corporation shall maintain a registered office at 46-47 Company Street, Christiansted, St. Croix, U. S. Virgin Islands, and may maintain such other offices and keep its books, documents and records at such places within the U. S. Virgin Islands as may from time to time be designated by the Board of Directors.

ARTICLE II. MEETINGS OF STOCKHOLDERS

2.1. All meetings of the stockholders shall be held either at the office of the Corporation at 46-47 Company Street, Christiansted, or at such other place within St. Croix, Virgin Islands as the Board shall designate. The place at which any given meeting is to be held shall be specified in the notice of such meeting.

2.2 An annual meeting of the stockholders, for the election of directors and for the transaction of any other business as to which notice was given in the notice by such meeting, shall be held either (i) at 10:00 a.m. on the third Thursday in June, unless such day is a legal holiday, in which event the meeting shall be held at the same time on the next business day, or (ii) at such other time and date, not more than thirteen months after the last preceding annual meeting, as the Board shall designate.

2.3 Special meetings of the stockholders shall be called by the Secretary at the request in writing of the President or a majority of the directors then in office. Such request shall state the purpose or purposes of the proposed meeting.

2.4 Except as otherwise provided by the laws of the Virgin Islands or by the Certificate of Incorporation, a quorum for the transaction of business at meetings of the stockholders shall consist of the holders of a majority of the stock entitled to vote thereat, present in person or represented by proxy. Whether or not a quorum is present, a majority in interest of the stockholders present in person or by proxy at any duly called meeting and entitled to vote thereat may adjourn the meeting from time to time to another time or place, at which time, if a quorum is present, any business may be transacted which might have been transacted at the meeting as originally scheduled. Notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, unless the adjournment is for more than thirty days or a new record date is fixed for the adjourned meeting, in which event a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

2.5 Every stockholder having the right to vote at a meeting of stockholders shall be entitled to exercise such vote in person or by proxy appointed by an instrument in writing subscribed by such stockholder or by his duly authorized attorney-in-fact. Each stockholder shall have one vote for each share of stock having voting power held by him. Except as otherwise provided by the laws of the Virgin Islands, by the Certificate of Incorporation or by these By-Laws, all elections shall be determined and all questions decided by a plurality of the votes cast in respect thereof, a quorum being present.

2.6 The Secretary shall prepare and make, at least ten days before every meeting of the stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

2.7 Notice of such meeting of the stockholders shall be given by the Secretary, not less than ten or more than fifty days before the meeting, to each stockholder entitled to receive the same. Such notice shall set forth the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes thereof, and the business transacted at any special meeting shall be confined to the purposes stated in such notice. No such notice of any given meeting need be given to any stockholder who files a written waiver of notice thereof with the Secretary, either before or after the meeting. Attendance of a person at a meeting of stockholders, in person or by proxy, shall constitute a waiver of notice of such meeting, except when the stockholder attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE III. BOARD OF DIRECTORS

3.1 The property and business of the Corporation shall be managed by its Board of Directors, consisting of such number of directors, not less than three, as may be determined from time to time by the Board. Except as otherwise provided in this

paragraph, each director shall be elected at the annual meeting of stockholders. Newly created directorships and all other vacancies may be filled at any time by a majority vote of the directors then in office, although less than a quorum. Unless he resigns, dies or is removed prior thereto, each director shall continue to hold office until the annual meeting of stockholders next following his election and until his successor has been elected and has qualified. Resignations of directors must be in writing and shall be effective upon the date of receipt thereof by the Secretary or upon an effective date specified therein, whichever date is later, unless acceptance is made a condition of the resignation, in which event it shall be effective upon acceptance by the Board. Any director may be removed at any time, with or without cause, by the affirmative vote of the holders of a majority of the stock of the Corporation issued and outstanding and entitled to vote.

3.2 The Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the laws of the Virgin Islands, by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the stockholders.

MEETINGS OF THE BOARD.

3.3 The first meeting of the Board after the annual meeting of stockholders may be held without notice, either immediately after said meeting of stockholders and at the place where it was held, or at such other time and place, whether within or without the Virgin Islands, as shall be fixed by the vote of the stockholders at the annual meeting, or by the consent in writing of all the directors.

3.4 Regular meetings of the Board may be held without notice at such time and place, whether within or without the Virgin Islands, as shall from time to time be determined by the Board.

3.5 Special meetings of the Board shall be called by the Secretary at the request in writing of the President or of any two directors. Such request shall state the purpose or purposes of the proposed meeting. Such meetings may be held at any place, whether within or without the Virgin Islands. Notice of each such meeting shall be given by the Secretary to each director at least two days before the meeting. Such notice shall set forth the time and place at which the meeting is to be held and the purpose or purposes thereof. No such notice of any given meeting need be given to any director who attends the meeting or who files a written waiver of notice thereof with the

Secretary, either before or after the meeting.

3.6 A quorum for the transaction of business at meetings of the Board shall consist of a majority of the directors then in office, but in no event less than one-third of the whole Board or less than two directors. In the absence of a quorum at any duly scheduled or duly called meeting, a majority of the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present, at which time any business may be transacted which might have been transacted at the meeting as originally scheduled.

EXECUTIVE COMMITTEE.

3.7 An Executive Committee of two or more directors may be designated by resolution passed by a majority of the whole board. The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee. Said Committee may meet at stated times, or on notice to all by any of their own number. During the intervals between meetings of the Board the Committee shall advise with and aid the officers of the Corporation in all matters concerning its interests and the management of its business, and generally perform such duties as may be directed by the Board from time to time. The Committee shall possess and may exercise all the powers of the Board while the Board is not in session, except power to amend the By-Laws and to fill newly created directorships and vacancies on the Board or the Committee. Vacancies in the membership of the Committee shall be filled by the Board. Unless he resigns, dies or is removed prior thereto, each member of the Committee shall continue to hold office until the first meeting of the Board after the annual meeting of stockholders next following his designation, and until his successor has been designated. Any member of the Committee may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board.

3.8 The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board.

COMPENSATION OF DIRECTORS.

3.9 The directors as such, and as members of any standing or special committee, may receive such compensation for their services as may be fixed from time to time by resolution of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity

and receiving compensation therefor.

ARTICLE IV. OFFICERS

4.1 The officers of the Corporation shall be chosen by the Board. The principal officers shall be a President, a Vice-President, a Secretary and a Treasurer, and may in the discretion of the Board include a Chairman of the Board, all of whom shall be elected each year at the first meeting of the Board after the annual meeting of the stockholders of the Corporation. Two or more offices may be held by the same person. The Chairman of the Board, if one is elected, and the President shall be chosen by the directors from their own number. the salaries of the principal officers of the Corporation shall be fixed by the Board.

4.2 The Board may appoint such other officers, assistant officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board. The salaries of persons appointed under this section may be fixed by the President, who shall report to the Board annually thereon.

4.3 Unless he resigns, dies or is removed prior thereto, each officer of the Corporation shall hold office until his successor has been chosen and has qualified. Any person elected or appointed by the Board may be removed at any time, with or without cause, and all vacancies (however arising) may be filled at any time, by the affirmative vote of a majority of the directors then in office. Any other employee of the Corporation may be removed at any time, with or without cause, by the President or by any superior of such employee to whom the power of removal has been designated by the President.

CHAIRMAN OF THE BOARD.

4.4 (a) The Chairman of the Board, if one is elected, shall preside at all meetings of the stockholders and directors.

(b) He shall be a member and chairman of the Executive Committee and of all committees appointed by the Board, and he shall have such other duties as may be prescribed from time to time by the Board.

PRESIDENT.

4.5 (a) The President shall be the chief executive officer and shall have general supervision and direction of the business of the Corporation, shall see that all orders and re-

solutions of the Board are carried into effect, and shall be a member of the Executive Committee and all committees appointed by the Board.

(b) He shall have all the general powers and duties usually vested in the chief executive officer of a corporation, and in addition shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

(c) He shall be vested with all the powers and perform all the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board.

VICE-PRESIDENT.

4.6. The Vice-President shall have such powers and perform such duties as may be prescribed from time to time by the Board or the President. In the absence or disability of the Chairman of the Board and the President, the Vice-President shall be vested with all the powers and authorized to perform all the duties of said officers, and the performance of any act or the execution of any instrument by the Vice-President in any instance in which such performance or execution would customarily have been accomplished by the Chairman of the Board or by the President shall constitute conclusive evidence of the absence or disability of the Chairman of the Board and the President.

SECRETARY.

4.7. The Secretary shall attend all sessions of the Board and all meetings of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and of the Board, when notice is required by these By-Laws. He shall have custody of the seal of the Corporation, and, when authorized by the Board, or when any instrument requiring the corporate seal to be affixed shall first have been signed by the Chairman of the Board, the President or the Vice-President, shall affix the seal to such instrument and shall attest the same by his signature. He shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or the President.

TREASURER.

4.8. (a) The Treasurer shall be the chief financial officer of the Corporation and shall have custody of the corporate funds and securities, and he shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board.

(b) He shall distribute the funds of the Corporation as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

(c) He shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or the President.

FIDELITY BONDS.

4.9. If required by the Board, any officer shall give the Corporation a bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

DUTIES OF THE OFFICERS MAY BE DELEGATED.

4.10. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the directors then in office concur therein.

ARTICLE V. INDEMNIFICATION OF DIRECTORS AND OFFICERS

5.1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer,

employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the full extent permitted by the General Corporation Law of the Virgin Islands, upon such determination having been made as to his good faith and conduct as is required by said General Corporation law. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of said General Corporation Law, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall be determined that he is entitled to be indemnified by the Corporation.

ARTICLE VI. CAPITAL STOCK

CERTIFICATE OF STOCK.

6.1. The certificates of stock of the Corporation shall be numbered and shall be entered in the books of the Corporation as they are issued. They shall exhibit the holder's name and number of shares and shall be signed by (i) the Chairman of the Board or President or Vice-President and (ii) the Treasurer or the Secretary.

TRANSFERS OF STOCK.

6.2. Transfers of stock shall be made on the books of the Corporation only by the person named in the certificate or by his attorney, lawfully constituted in writing, and upon surrender of the certificate therefor.

REGISTERED STOCKHOLDERS.

6.3. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof, and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the laws of the Virgin Islands.

LOST CERTIFICATES.

6.4. Any person claiming a certificate of stock to be lost, stolen or destroyed shall furnish proof of that fact satisfactory to two officers of the Corporation, one of whom shall be the Secretary and the other of whom shall be the Treasurer, and shall give the Corporation a bond of indemnity in form and amount and with one or more sureties satisfactory to such officers, whereupon a new certificate may be issued of the same tenor and for the same number of shares as the one alleged to be lost, stolen or destroyed. The Board may at any time authorize the issuance of a new certificate to replace a certificate alleged to be lost, stolen or destroyed upon such other lawful terms and conditions as the Board shall prescribe.

DIVIDENDS.

6.5. Dividends upon the capital stock of the Corporation may be declared by the Board at any regular or special meeting as provided by the laws of the Virgin Islands and the Certificate of Incorporation.

Before payment of any dividend or making any distribution of profits, there may be set aside out of the surplus or net profits of the Corporation such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purposes as the directors shall think conducive to the interest of the Corporation.

DATE FOR DETERMINING STOCKHOLDERS OF RECORD.

6.6. In order that the Corporation may determine the stockholders entitled to notice of or to vote any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action.

ARTICLE VII. CONDUCT OF BUSINESS

POWERS OF EXECUTION.

7.1. (a) All checks and other demands for money and notes and other instruments for the payment of money shall be signed on behalf of the Corporation by such officer or officers or by such other person or persons as the Board may from time to time designate.

(b) All contracts, deeds and other instruments to which the seal of the corporation is affixed shall be signed on behalf of the Corporation by the Chairman of the Board, by the President or by the Vice-President, or by such other person or persons as the Board may from time to time designate, and shall be attested by the Secretary.

(c) All other contracts, deeds and instruments shall be signed on behalf of the Corporation by the Chairman of the Board, by the President, by the Vice-President, person or persons as the Board or the President may from time to time designate.

(d) All shares of stock owned by the Corporation in other corporations shall be voted on behalf of the Corporation by such persons and in such manner as shall be prescribed by the Board.

SEAL.

7.2. The Corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words, "Corporate Seal, Virgin Islands."

FISCAL YEAR.

7.3. The fiscal year of the Corporation shall be the calendar year.

ARTICLE VIII. NOTICES

8.1. Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or stockholder, it shall be construed to mean personal notice, but such notice may be given in writing, (i) by mail, by depositing the same in the United States mail in a postpaid sealed wrapper, or (ii) by telegram, by delivering the same with payment of the applicable tariff charge to a telegraph company for transmission, in either case addressed to such director, officer or stockholder at such address as appears on the records of the

Corporation, or, in default of other address, to such director, officer or stockholder at the General Post Office in any city in which the Corporation maintains an office, and such notice shall be deemed to be given at the time when the same shall be so mailed or so delivered to a telegraph company.

ARTICLE IX. AMENDMENTS

9.1. These By-Laws may be altered or amended (i) at any regular or special meeting of the stockholders by the affirmative vote of the holders of a majority of the stock issued and outstanding and entitled to vote thereat or (ii) at any regular or special meeting of the Board by the affirmative vote of a majority of the directors then in office; provided, however, that notice of the proposed alteration or amendment shall have been contained in the notice of the meeting.


G. LUZ A. JAMES - President

ATTESTED BY:


LEONILE A. SEALEY - Secretary

WSTX & FA

ARTICLES OF INCORPORATION

OF

FAMILY BROADCASTING, INC.

WE, the undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the Virgin Islands of the United States, (hereinafter called the Virgin Islands) and particularly the General Corporation Law of the Virgin Islands (Chapter 1, Title 13, Virgin Islands Code) as the same may be amended from time to time, do make and file these articles of incorporation in writing and do hereby certify;

ARTICLE I

The name of the corporation (hereinafter called the Corporation) is FAMILY BROADCASTING, INC.

ARTICLE II

The principal office of the Corporation in the Virgin Islands is located at 46-47 Company Street, Christiansted, St. Croix, U. S. Virgin Islands, and the name of the resident agent of the Corporation is G. LUZ A. JAMES, at 46-47 Company Street, P. O. Box 3279, Christiansted, St. Croix, U. S. Virgin Islands.

ARTICLE III

Without limiting in any manner the scope and generality of the allowable functions of the Corporation, it is hereby provided that the Corporation shall have the following purposes, objects and powers:

1. To engage in the business of radio broadcasting and promotion of programs, and in general to do all things necessary and proper in connection herewith.

2. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes herein set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by statute or by these activities.

3. To engage in any other business activity or enterprise not prohibited by law or by these Articles.

4. To purchase, lease or otherwise acquire, to hold, own, use, develop, maintain, manage and operate, and to sell, transfer, lease, assign, convey, exchange or otherwise turn to account or dispose of, and otherwise deal in and with such real property, whether located within the Virgin Islands or elsewhere, as may be necessary or convenient in connection with the business of the Corporation, and personal property.

ARTICLES OF INCORPORATION
FAMILY BROADCASTING, INC.
Page Two

amounts, on such terms and conditions, for such purposes and for such consideration, as may now be or hereafter shall be permitted by the laws of the Virgin Islands, and to secure the same by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets, business and good will of the Corporation, then owned or thereafter acquired.

7. To merge into, merge itself or consolidate with, and to enter into agreements and cooperative relations, not in contravention of law, with any person, firm, association or corporation.

The Corporation is to be carried on for pecuniary profit.

ARTICLE IV

The total number of shares of all classes of stock which the corporation is authorized to issue is 100,000 shares of common stock of \$10.00 par value; There shall be no preferred stock.

The minimum amount of capital with which the Corporation will commence business is \$100,000.00.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the classes, if more than one class be herein authorized, of the stock of the Corporation which are fixed by the Articles of Incorporation and any express grant of authority to the Board of Directors to fix by resolution or resolutions the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof, of the classes, if more than one class be herein authorized, of stock of the Corporation which are not fixed by the Articles of Incorporation are as follows:

None.

ARTICLE V

The names and places of residence of each of the persons or incorporators are as follows:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
G. LUZ A. JAMES	Plot No. 83 Anna's Hope St. Croix, U. S. Virgin Islands
ASTA K. JAMES	Plot No. 83 Anna's Hope St. Croix, U. S. Virgin Islands

ARTICLES OF INCORPORATION
FAMILY BROADCASTING, INC.
Page Three

1. The number of directors of the Corporation shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than three. The directors need not be stockholders. Meetings of the Board of Directors may be held at such place or places within or without the Virgin Islands as shall be specified in the respective notices thereof in the respective waivers of notice thereof signed by all the directors of the Corporation at the time in office.

2. In furtherance and not in limitation of the powers conferred by the laws of the Virgin Islands, and subject at all times to the provisions thereof, the Board of Directors is expressly authorized and empowered:

(a) To make, alter and repeal the By-laws of the Corporation, subject to the power of the stockholders to alter or repeal the By-laws made by the Board of Directors.

(b) To determine, from time to time, whether and to what extent and at what times and places and under what conditions and regulations the accounts and books and documents of the Corporation (other than the stockholder) or any of them, shall be open to inspection by the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by the laws of the Virgin Islands, unless and until duly authorized to do so by resolution of the Board of Directors.

(c) To authorize and issue obligations of the Corporation, secured or unsecured, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors in its sole discretion may determine, and to authorize the mortgaging or pledging of, and to authorize and cause to be executed mortgages and liens upon, any property of the Corporation, real or personal, including after-acquiring property.

(d) To determine whether any, and, if any, what part, of the net profits of the Corporation or of its net assets in excess of its capital shall be declared individuals and paid to the stockholders, and to direct and determine the use and disposition thereof.

(e) To set apart a reserve or reserves, and to abolish any such reserve or reserves, or to make such other provisions, if any, as the Board of Directors may deem necessary or advisable for working capital, for additions, improvements and betterments to plant and equipment, for expansion of the business of the Corporation (including the acquisition of real and personal property for the purpose) and for any other purpose of the Corporation.

(f) To establish bonus, profit-sharing, pension,

ARTICLES OF INCORPORATION
FAMILY BROADCASTING, INC.
Page Four

(h) To enter into contracts for the management of the business of the Corporation for terms not exceeding three years.

(i) By resolution or resolutions passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which to the extent provided in such resolution or resolutions or in the By-laws, shall have and may exercise the powers of the Board of Directors (other than the power to remove or elect officers) in the management of the business and affairs of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it, such committee or committees to have such name or names as may be stated in the By-laws or as may be determined from time to time by resolution adopted by the Board of Directors.

(j) To exercise all the powers of the Corporation, except such as are conferred by law, or by these Articles of Incorporation or by the By-laws of the Corporation, upon the stockholders.

3. Any one or all of the directors may be removed, with or without cause, at any time, by neither (a) the vote of the holders of a majority of the stock of the corporation issued and outstanding and entitled to vote and present in person or by proxy at any meeting or the stockholders called for the purpose, or (b) an instrument or instruments in writing addressed to the Board of Directors directing such removal and signed by the holders of a majority of the stock of the Corporation issued and outstanding and entitled to vote; and thereupon the term of each such director who shall be so removed shall terminate.

4. No contract or other transaction between the Corporation and any other corporation, whether or not such other corporation is related to the Corporation through direct or indirect ownership by such other corporation of a majority of the shares of the capital stock of the Corporation or by the Corporation of the majority of the shares of the capital stock of such other corporation, and no other act of the Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation or by the fact that such other corporation is so related to the Corporation. Any director of the Corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he individually or such firm or association is so interest shall be disclosed or shall have been known to the

ARTICLES OF INCORPORATION
FAMILY BROADCASTING, INC.
Page Five

not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the Corporation or of such other corporation, except in relation to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty as such director or officer. In case of settlement of any such action, suit or proceeding, such director or officer shall be indemnified by the Corporation against the cost and expense of such settlement (including any amount paid to the Corporation or to such other corporation) reasonably incurred by him, after, and only after (1) the Corporation shall have been advised by independent counsel that such director or officer is not liable for negligence or misconduct in the performance of his duty as such director or officer in relation to the matters covered by such action, suit or proceeding, and that such cost and expense does not substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such action, suit or proceeding to a final conclusion, or (2) the holders of a majority of the shares of the capital stock of the Corporation issued and outstanding in the hands of disinterested persons and entitled to vote shall by vote at any annual meeting of the stockholders, or any special meeting called for the purpose, approve such settlement and the indemnification of such director or officer of the cost and expense thereof. The phrase "disinterested persons" as used herein shall mean any person other than (a) a director or officer who, at the time, is or may, as such director or officer, be entitled to indemnification pursuant to the foregoing provisions, (b) any corporation or organization of which any such person owns of record or beneficially 5% or more of the voting stock, (c) any firm or association of which any such person is a member, and (d) any spouse, child, parent, brother or sister of any such stockholder.

The foregoing rights of indemnification shall apply to the heirs, executors and administrators of any such director or officer of the Corporation or of any other such corporation, and shall not be exclusive of any other rights to which any director or officer (or his heirs, executors or administrators) may be entitled under any provision of the By-laws of the Corporation, any agreement or any vote of the stockholders, or as a matter of law, or otherwise.

ARTICLES VIII

The Corporation reserves the right to amend, alter, or repeal any of the provisions of these Articles of Incorporation and to add other provisions authorized by the laws of the Virgin Islands at the time in force in the manner and at the time prescribed by said laws, and all rights, powers

ARTICLES OF INCORPORATION
FAMILY BROADCASTING, INC.
Page Six

Asta K. James
ASTA K. JAMES

Leonile A. Sealey
LEONILE A. SEALEY

TERRITORY OF THE VIRGIN ISLANDS)
DISTRICT OF ST. CROIX) SS:

On this 28th day of March, 1990, before me the undersigned officer, personally appeared G. LUZ A. JAMES, ASTA K. JAMES, and LEONILE A. SEALEY, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.

[Signature]
NOTARY PUBLIC